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PROPOSED ATTORNEYS FOR DEBTORS AND
DEBTORS-IN-POSSESSION

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

**PROTOM INTERNATIONAL, INC.
PROTOM INTERNATIONAL, LLC**

DEBTORS.

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CASE NO. 15-32065-BJH-11

CASE NO. 15-32066-SGJ-11

CHAPTER 11

**DEBTOR'S EMERGENCY MOTION FOR ORDER AUTHORIZING
JOINT ADMINISTRATION**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

COME NOW ProTom International, Inc. and ProTom International, LLC (collectively “Debtors”), and hereby file this, their Motion for Order Authorizing Joint Administration of their cases under FED. R. BANKR. P. 1015(b)(4) (“Rule 1015(b)”), and would show the Court as follows:

I. JURISDICTION AND VENUE

1. This Court has jurisdiction over this case and this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the standing order of reference of the United States District Court for the Northern District of Texas. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A) and (M). Venue is proper in this Court under 28 U.S.C. §§ 1408 and 1409.

II. FACTUAL BACKGROUND

1. On May 12, 2015, ProTom International, Inc. (“PII”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in Case No. 15-30265-bjh-11, and on May 12, 2015 ProTom International, LLC (“PLLC”) filed a voluntary petition for relief under the Bankruptcy Code in Case No. 15-30266-sgj-11. The Debtors continue in possession of their property and management of their businesses as debtors-in-possession pursuant to Bankruptcy Code §§ 1107 and 1108.

2. Contemporaneously with the filing of their Petitions and this Motion, the Debtors filed the Declaration of Stephen L. Spotts in Support of Debtors’ Voluntary Petitions Under Chapter 11 of Title 11 of the United States Code and Emergency First Day Motions (“Spotts Declaration”), which includes a description of the background of the Debtors and the events leading up to the filing of their petitions and which is incorporated herein by reference.

3. As set forth in greater detail in the Spotts Declaration, PLLC conducts no business and has no employees. PLLC is party to agreements with AZO and Vladimir Balakin granting exclusive rights to PLLC to sell the compact accelerator developed Balakin. PLLC has assigned these rights to PII.

4. Between the Debtors, there is common ownership and management. The Debtors filed their voluntary Chapter 11 petitions on the same day. Joint administration of these cases will promote efficiency to the benefit of each of the Debtors’ estates. Therefore, it is appropriate and necessary, in order to avoid costly, duplicate proceedings and to save attorney time, court time, and the attendant costs of duplicate matters in each case, that the Debtors’ cases be jointly administered and be treated as a single case for administrative purposes pursuant to Rule 1015(b).

5. The Debtors propose to use the case caption that is attached hereto as Exhibit A in the jointly administered cases. A notice, substantially similar to that is attached hereto as Exhibit B will be sent to all creditors and will be filed in each of the Debtors' cases. Once the parties' cases are jointly administered, the Debtors propose to file only one original document to be placed in the ProTom International, Inc. case court file. In all other court files for related cases, creditors and parties in interest will be directed to the ProTom International, Inc. case file to locate all pleadings filed subsequent to the Court's Joint Administration Order.

6. If joint administration is ordered, the Debtors would still each continue to maintain separate tax identification numbers.

7. According to Federal Rule of Bankruptcy Procedure 1015, the primary considerations to be weighed by the Court when considering joint administration are (1) protecting creditors of different estates against potential conflicts of interest; and (2) avoiding unnecessary costs and delays. Here, as mentioned above, there is overlap of ownership of the Debtors' estates. Further, the undersigned counsel is unaware of potential conflicts of interest among the Debtors' estates that would potentially harm creditors. In addition, joint administration will save substantial costs and delays, which will serve the interests of each Debtors' estate and their creditors, and will in turn foster the most expeditious and economical administration of the estates.

WHEREFORE, PREMISES CONSIDERED ProTom International, Inc. and ProTom International, LLC respectfully request that the Court approve Debtors' Motion for Order Authorizing Joint Administration and authorize:

- using a single docket for administrative matters, including a listing of claims filed, and the filing, lodging and docketing of pleadings and orders;
- the combining of notices to creditors and parties in interest;

- the scheduling of hearings; and
- the joint handling of other administrative matters.

Dated: May 12, 2015

Respectfully submitted,

By: /s/ Kenneth Stohner, Jr.

Kenneth Stohner, Jr.

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**PROPOSED COUNSEL FOR DEBTORS
AND DEBTORS-IN-POSSESSION
PROTOM INTERNATIONAL, INC. AND
PROTOM INTERNATIONAL, LLC**

CERTIFICATE OF SERVICE

I hereby certify that on the 12th day of May, 2015, a true and correct copy of the foregoing was served via the Court's CM/ECF electronic notification system on all parties requesting same, and via facsimile, email and/or US first class mail, postage prepaid to the parties listed on the attached service list.

/s/ Kenneth Stohner, Jr.

Kenneth Stohner, Jr.

SERVICE LIST

Debtor(s)

ProTom International, LLC
1100 Parker Square, Suite 230
Flower Mound, TX 75028-7459

ProTom International, Inc.
1100 Parker Square, Suite 230
Flower Mound, TX 75028-7459

United States Trustee

Office of the United States Trustee
Earle Cabell Federal Building
1100 Commerce Street, Room 976
Dallas, TX 75242
Fax: 214/ 767-8971

Secured Lender

Michaelson Capital Special
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20 Largest Unsecured Claims

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Stak Design
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Internal Revenue Service
P.O. Box 219690
Kansas City, MO 64121-9690
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1050 Waltham St., Suite 200
Lexington, MA 02421
wnett@ptcusa.com

EXHIBIT “A”

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

**PROTOM INTERNATIONAL, INC.
PROTOM INTERNATIONAL, LLC**

DEBTORS.

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CASE NO. 15-32065-BJH-11

CASE NO. 15-32066-SGJ-11

CHAPTER 11

***JOINTLY ADMINISTERED UNDER
CASE NO. 15-32065-BJH-11***

EXHIBIT “B”

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:	§	
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PROTOM INTERNATIONAL, INC.	§	CASE NO. 15-32065-BJH-11
PROTOM INTERNATIONAL, LLC	§	CASE NO. 15-32066-SGJ-11
	§	
DEBTORS.	§	CHAPTER 11
	§	<i>JOINTLY ADMINISTERED UNDER</i>
		<i>CASE NO. 15-32065-BJH-11</i>

NOTICE OF ORDER AUTHORIZING JOINT ADMINISTRATION

TO CREDITORS AND PARTIES IN INTEREST:

PLEASE TAKE NOTICE that pursuant to FED. R. BANKR. P. 1015(b), the United States Bankruptcy Court has ordered the joint administration of the following chapter 11 cases, ProTom International, Inc. and ProTom International, LLC.

Joint administration of the estates in each of the above-referenced cases includes:

- using a single docket for administrative matters, including a listing of claims filed, and the filing, lodging and docketing of pleadings and orders;
- the combining of notices to creditors and parties in interest;
- the scheduling of hearings in the ProTom International, Inc. case; and
- the joint handling of other administrative matters.

Pursuant to the Court’s order, the official case caption of the Debtors’ chapter 11 cases is the caption used in this notice. All papers filed in the jointly administered cases should use the official caption and case numbers as shown on this notice and should indicate that the cases are jointly administered. The Debtors’ estates have not been substantively consolidated.

Dated: May ___, 2015

Respectfully submitted,

By: /s/ Kenneth Stohner, Jr.

Kenneth Stohner, Jr.

State Bar No. 19263700

kstohner@jw.com

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